

Exhibit B

From: [Enzer, Samson \(USANYS\)](#)
To: [Peerce, Marjorie](#)
Cc: [Axelrod, David L.](#); [Tekeei, Negar \(USANYS\)](#)
Subject: Re: Centra Tech, Inc.
Date: Monday, April 9, 2018 10:41:38 PM

Marjorie,

On behalf of this Office, we write to confirm this Office's agreement to the points raised in your email, with one exception. While the Office agrees to return the devices to Centra after they are forensically imaged, we will not also be providing images of the devices to Centra, as Centra will at that point have the devices themselves.

Sent from my iPhone

> On Apr 9, 2018, at 9:39 PM, Peerce, Marjorie <PeerceM@ballardspahr.com> wrote:
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> Sam thanks for this. As we discussed and to clarify, some of the items you list below, such as emails, slack and discord may in whole or in part be in the cloud and not on the electronics.
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> Also two of the terms we discussed Friday and earlier today are not included in the email. One is that DOJ will provide Centra a digital copy of any images it makes of the electronics and the second is that the devices will be returned to Centra when they have been imaged.
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> Finally just as DOJ reserves arguments as set forth in paragraph 5, all applicable arguments are preserved by Centra and any relevant individual.

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> Please confirm these points prior to the production of any materials tomorrow
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> Thanks, Margie
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> Marjorie J. Peerce
>
> Ballard Spahr LLP
>
> 1675 Broadway, 19th Floor
> New York, NY 10019-5820
> 646.346.8039 DIRECT
> 212.223.1942 FAX
>
> 917.734.6771 MOBILE
> peercem@ballardspahr.com
> -----
> www.ballardspahr.com
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> On Apr 9, 2018, at 8:08 PM, Enzer, Samson (USANYS)
<Samson.Enzer@usdoj.gov<<mailto:Samson.Enzer@usdoj.gov>>> wrote:

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> Dear Marjorie:
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> Further to our telephone conversations earlier today and last week, we write on behalf of the Office of the United States Attorney for the Southern District of New York (this "Office") to memorialize the background to, and the contents of, the understandings that this Office has reached with your client, Centra Tech, Inc. ("Centra Tech"), concerning Centra Tech's response to the grand jury subpoenas served by this Office on Centra Tech on April 2, 2018 and April 9, 2018 (the "Grand Jury Subpoenas"):

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> Background

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> 1. During the period from approximately July 2017 through October 2017, Centra Tech conducted a so-called “initial coin offering” (“ICO”) in which Centra Tech raised digital assets worth more than \$25 million through the sale of Centra Tech tokens to various purchasers of the tokens, who paid for the tokens in digital assets such as “Ether.”

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> 2. Centra Tech subsequently placed digital funds raised during the ICO in a particular digital wallet, which can only be accessed with a unique passcode. The passcode to access this digital wallet has been written on a piece of paper that was divided into halves that were given to Centra Tech’s Chief Operating Officer, Robert Farkas, and Centra Tech’s General Counsel and Chief Compliance Officer, Allen Shutt, respectively. Centra Tech has represented that the combination of those halves of the paper represents the only copy of the passcode. If part of the passcode were lost, there would be no way to access the digital wallet or retrieve the funds that have been stored in the digital wallet. The half of the paper given to Farkas was placed in a safe deposit box in Farkas’ name at a bank in Florida; and the other half of the paper given to Shutt was placed in a safe deposit box in Shutt’s name in a different bank in Florida. One of these safe deposit boxes is at a Citibank branch in Florida, and the other is at a Wells Fargo branch in Florida.

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> 3. On April 1, 2018, two of the co-founders of Centra Tech, Sohrab Sharma and Robert Farkas, were arrested by agents of the Federal Bureau of Investigation (“FBI”) in the Southern District of Florida based on a criminal complaint filed by this Office in the Southern District of New York.

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> 4. On April 2 and 9, 2018, this Office served Centra Tech with the Grand Jury Subpoenas, which call for Centra Tech to produce, among other things, electronic documents such as email communications and text messages that are stored on computers and cellphones owned by Centra Tech and used by various executives and employees of Centra Tech, work-related emails communications and text messages that were transmitted from the personal cellphones of various Centra Tech executives and employees, and the original paper fragments that, when combined, identify the passcode to the digital wallet containing digital assets raised during the ICO.

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> 5. At Centra Tech’s headquarters and sole office, located in Suite 240 at 555 Washington Avenue in Miami Beach, Florida 33139, Centra Tech currently possesses approximately 39 desktop computers (about 33 made by Apple, and about 6 non-Apple personal computers) and approximately 8 iPhones (collectively, the “Devices”) and certain hard copy documents (the “Hard Copy Documents”). The Devices contain, among other things, the electronic data from email accounts that were externally hosted by a server called GoDaddy.com<<http://GoDaddy.com>>, and the electronic data from Slack Channels and Discord Channels used by various executives and employees of Centra Tech to communicate internally and externally. The Devices likely contain electronic data and documents responsive to the Grand Jury Subpoenas, and the Hard Copy Documents also may contain materials responsive to the Grand Jury Subpoenas.

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> 6. Centra Tech leases Suite 240 from a landlord, the landlord is in the process of evicting Centra Tech from Suite 240, and the landlord has notified Centra Tech that it must vacate Suite 240 by the close of business tomorrow (i.e., on April 10, 2018).

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> 7. In light of Centra Tech’s other financial obligations and the likelihood that it will cease to be a going concern in the near future, Centra Tech cannot afford to pay to forensically image the Devices or to pay counsel to review the contents of the Devices, including for privileged materials.

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> Understandings

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> In light of the background set forth above, this Office has reached the following understandings with your client, Centra Tech, concerning Centra Tech's response to the Grand Jury Subpoenas:

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> 1. Centra Tech has agreed to produce to this Office the original paper fragment containing a portion of the passcode to the above-described digital wallet that is currently stored in a safe deposit box in a bank branch located in Florida in the name of Centra Tech's General Counsel and Chief Compliance Officer, Allan Shutt. To effectuate the production of this paper fragment, Shutt will meet with one or more FBI agents at the bank branch at a date and time to be agreed upon, will open the box, and will turn the paper fragment over to the FBI agent or agents, following which the FBI will maintain custody of the paper fragment.

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> 2. By producing the passcode to the digital wallet, in whole or in part, to this Office or to the FBI, Centra Tech is not waiving any rights on behalf of Centra Tech, its co-founders, executives, owners, shareholders or employees, to assert any claims to the digital assets contained in the digital wallet, consistent with applicable federal law.

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> 3. Centra Tech has agreed to produce the Devices themselves and copies of the Hard Copy Documents to this Office so that the Devices and Hard Copy Documents are not damaged, lost, or destroyed during or after Centra Tech's eviction. Shutt will deliver the Devices and Hard Copy Documents to the FBI at a date, time, and location to be agreed upon.

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> 4. Centra Tech agrees that it will produce with the Devices an inventory identifying the user, or custodian, of each of the Devices.

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> 5. The Office will not assert that Centra Tech's production of the Devices and the Hard Copy Documents constitutes a waiver by Centra Tech of any protections of the work-product doctrine or the attorney-client privilege. In the event that the Office or the FBI review any of the contents of the Devices and Hard Copy Documents, the Office, in conjunction with the FBI, will implement protocols to identify and segregate privileged materials. Counsel for Centra Tech agrees that it will provide the Office with a list of attorneys to aid the Office in the segregation of privileged materials. This paragraph is without prejudice to the Office's ability to argue that any given communication falls outside of the attorney-client privilege or is subject to an exception to the privilege, or that the privilege no longer exists based on Centra Tech's cessation of corporate activity. The Office also reserves the right to seek a court order pursuant to, inter alia, Federal Rule of Evidence 502(d) in connection with the disclosure of the contents of any or all of the Devices and Hard Copy Documents or their contents to any defendants in connection with any criminal case.

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> Samson Enzer

> Assistant United States Attorney

> Office of the United States Attorney

> Southern District of New York

> One Saint Andrew's Plaza

> New York, New York 10007

> Desk: 212-637-2342

> Mobile: 347-640-1762

> Fax: 212-637-2387

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